

VERIZON COMMUNICATIONS INC
Form FWP
August 01, 2017

Filed Pursuant to Rule 433
Registration No. 333-213439

Final Term Sheet

August 1, 2017

VERIZON COMMUNICATIONS INC.

\$3,000,000,000 4.50% Notes due 2033

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| Issuer: | Verizon Communications Inc. (Verizon) |
| Title of Securities: | 4.50% Notes due 2033 (the Notes) |
| Trade Date: | August 1, 2017 |
| Settlement Date (T+7): | August 10, 2017 |
| Maturity Date: | August 10, 2033 |
| Aggregate Principal Amount Offered: | \$3,000,000,000 |
| Public Offering Price: | 99.718% plus accrued interest, if any, from August 10, 2017 |
| Underwriting Discount: | 0.50% |
| Proceeds to Verizon (before expenses): | 99.218% |
| Interest Rate: | 4.50% per annum |
| Interest Payment Dates: | Semiannually on each February 10 and August 10, commencing February 10, 2018 |
| Denomination: | Minimum denominations of \$2,000 and integral multiples of \$1,000 in excess of \$2,000 |
| Optional Redemption: | Make-whole call at the greater of 100% of the principal amount of the Notes being redeemed or the discounted present value at Treasury Rate plus 25 basis points, plus accrued and unpaid interest |
| Allocation: | |

Principal Amount of Notes

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|------------------------------------|----|---------------|
| Morgan Stanley & Co. LLC | \$ | 1,590,000,000 |
| Credit Suisse Securities (USA) LLC | | 780,000,000 |
| MUFG Securities Americas Inc. | | 570,000,000 |
| Academy Securities, Inc. | | 30,000,000 |
| Great Pacific Securities | | 30,000,000 |
| Total | \$ | 3,000,000,000 |

Representatives:

Morgan Stanley & Co. LLC

Credit Suisse Securities (USA) LLC

Reference Document:

Preliminary Prospectus Supplement, subject to completion, dated August 1, 2017; Prospectus dated September 1, 2016

The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or Credit Suisse Securities (USA) LLC at 1-800-221-1037 or contacting the issuer at:

Investor Relations

Verizon Communications Inc.

One Verizon Way

Basking Ridge, New Jersey 07920

Telephone: (212) 395-1525

Internet Site: www.verizon.com/about/investors

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